

Ref. No. - OIL/CO/SE/2021-22/53

February 12, 2022

Listing Department
BSE Limited,
Floor 25, P J Towers,
Dalal Street,
Mumbai- 400 001

Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, C-1 Block G
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051

Scrip Code: 530135

Symbol: OPTIEMUS

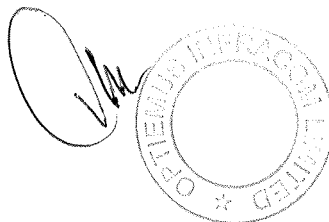
Sub: Outcome of Board Meeting held on 12th February, 2022

Dear Sir(s),

Pursuant to Regulation 30 and 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that the Board of Directors of the Company at its meeting held today i.e. 12th February, 2022 has, inter-alia, considered & approved the following matters:

1. The Unaudited Standalone and Consolidated Financial Results for the quarter ended 31st December, 2021. A copy of the Unaudited Standalone & Consolidated Financial Results for the quarter ended 31st December, 2021 along with Limited Review Report thereon is enclosed herewith as **Annexure A;**
2. Accorded its In-principal approval to raise funds, by way of, inter alia, issue of equity shares or any other equity linked instruments or securities through preferential issue vide private placement (including one or more qualified institutional placements) or a right issue or through any other permissible mode under applicable laws and/or combination thereof, subject to necessary approvals as required;
3. Approval for making investment in 16,33,986 equity shares of Rs. 10/- each at a price of Rs. 306/- each (including premium of Rs. 296/-) of Optiemus Electronics Limited, Wholly Owned Subsidiary, under right issue, in one or more tranches. Necessary disclosure is enclosed herewith as **Annexure B;**
4. Approval for acquisition of 2,510,000 equity shares of GDN Enterprises Private Limited, by way of transfer from Teleecare Network India Private Limited @ Rs. 50/- per share, involving total consideration of Rs. 12,55,00,000/- (Rupees Twelve Crore Fifty Five Lakh Only) in one or more tranches. After the success of share acquisition, this transaction would make GDN Enterprises Private Limited, Wholly Owned Subsidiary of Optiemus Infracom Limited as per the provisions of Companies Act, 2013. Necessary disclosure is enclosed herewith as **Annexure C.**

The necessary informations as required to be disclosed in this regard in terms of Regulation 30(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 are enclosed herewith as **Annexure B** and **Annexure C.**



OPTIEMUS INFRACOM LIMITED

CIN : L64200DL1993PLC054086

Reg. Office: K-20, 2nd Floor, Lajpat Nagar-II, New Delhi-110024

P.: 011-29840906-907 | Fax: 011-29840908 | www.optiemus.com

The meeting of Board of Directors commenced at 03:00 P.M. and concluded at 07:35 P.M.

Kindly take the same on your records.

Thanking You,

Yours truly,

For Optiemus Infracom Limited


Vikas Chandra
Company Secretary & Compliance Officer



Enclosures: As Above

Optimus Infracom Limited

Reg. Office: K-20, 11th Floor, Lajpat Nagar Part - 2, New Delhi - 110024

Corp. Office: D-348, Sector 63, Noida, Uttar Pradesh - 201307

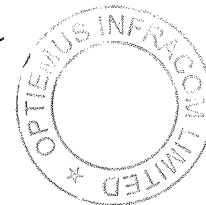
CIN: L64200DL1993PLC054086

STATEMENT OF UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2021

Figures in (₹ Lacs) except EPS and Shares Data

S. No.	Particulars	Standalone					
		Quarter Ended			Nine Months Ended		Year Ended
		December 31, 2021	September 30, 2021	December 31, 2020	December 31, 2021	December 31, 2020	March 31, 2021
		3 months	3 Months	3 Months	9 Months	9 Months	12 Months
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Audited)	
A	Continuing Operations						
1	Income						
	a) Income from Operations	12,820	9,297	3,310	26,945	8,472	17,915
	b) Other Income	882	393	382	1,616	1,331	10,166
	Total Income (a+b)	13,703	9,691	3,692	28,561	9,803	28,081
2	Expenses						
	a) Purchase of traded goods	12,321	8,756	3,129	25,304	7,639	16,705
	b) Changes in inventories of stock - in - trade	68	-52	-127	245	-237	-205
	c) Employee benefit expenses	111	114	126	347	353	488
	d) Finance cost	85	110	129	286	1,691	554
	e) Depreciation, amortization and impairment expense	1	2	121	4	225	278
	f) Other expenses	289	215	174	803	1,476	10,447
	Total Expenses	12,876	9,145	3,552	26,989	11,146	28,266
3	Profit / (Loss) before exceptional item and tax from continuing operations	827	547	141	1,572	-1,343	-185
4	Exceptional Items	-	-	-	-	-	-
5	Profit before tax from continuing operations (3+4)	827	547	141	1,572	-1,343	-185
6	Tax expense:						
	a) Current Tax	209	137	-60	409	-387	-1,015
	b) Deferred Tax Credit	6	17	-69	21	-1,120	1,325
	Total tax expenses	215	155	-129	430	-1,507	310
7	Profit from continuing operations (1)	612	392	270	1,142	164	-495
B	Discontinued Operations						
8	Profit before tax for period from discontinued operations	-	-	240	-	1,538	10,753
9	Tax expense:						
	a) Current Tax	-	-	60	-	387	1,412
	b) Deferred Tax Credit	-	-	-	-	863	-237
	Total tax expenses	-	-	60	-	1,250	1,176
10	Profit from discontinuing operations (8-9)	-	-	180	-	288	9,577
11	Profit for the year (7+10)	612	392	450	1,142	452	9,083
12	Other comprehensive income / (expenses)						
	Items that will not be reclassified to Profit or Loss - Continuing Operation (net of tax)	9	-8	-35	5	-15	-12
	Items that will not be reclassified to Profit or Loss - Discontinuing Operation (net of tax)	-	-	-	-	-	-
	Other comprehensive income / (expenses)	9	-8	-35	5	-15	-12
13	Total Comprehensive Income for the period / Year (11+12)	622	384	415	1,148	437	9,071
14	Paid up Equity Share Capital (face value of ₹ 10/- each)	858,141,910 (8,58,14,191 shares @ ₹ 10 each)	858,141,910 (8,58,14,191 shares @ ₹ 10 each)	858,141,910 (8,58,14,191 shares @ ₹ 10 each)	858,141,910 (8,58,14,191 shares @ ₹ 10 each)	858,141,910 (8,58,14,191 shares @ ₹ 10 each)	858,141,910 (8,58,14,191 shares @ ₹ 10 each)
15	Earnings per share (Basic and Diluted)(face value of ₹ 10/- each)						
	From Continuing Operation	0.72	0.46	0.28	1.34	0.51	-0.59
	From Discontinued Operation	-	-	0.21	-	-	11.16
	From Continuing and Discontinuing Operations	0.72	0.45	0.48	1.34	0.51	10.57

Ashok Gupta
Executive Chairman



SEGMENT WISE RESULTS AS PER CLAUSE 33 OF THE LISTING REGULATIONS ARE AS FOLLOWS:

Particulars	Standalone					
	Quarter Ended			Nine Months Ended		Year Ended
	December 31, 2021	September 30, 2021	December 31, 2020	December 31, 2021	December 31, 2020	March 31, 2021
	3 months (Unaudited)	3 Months (Unaudited)	3 Months (Unaudited)	9 Months (Unaudited)	9 Months (Unaudited)	12 Months (Audited)
Segment Revenue						
a) Telecommunications - Mobile Handsets and Accessories	12,820	9,297	3,310	26,945	8,472	17,915
b) Renting Income	-	-	860	-	2,526	2,702
Total	12,820	9,297	4,170	26,945	10,998	20,617
Less: Inter Segment Revenue	-	-	-	-	-	-
Net Sales / Income from Operations	12,820	9,297	4,170	26,945	10,998	20,617
Segment Results						
Profit before interest and tax						
a) Telecommunications - Mobile Handsets and Accessories	30	264	422	242	-983	-9,797
b) Renting Income	-	-	111	-	1,538	10,753
Total	30	265	533	242	555	956
Less:						
a) Interest	85	110	534	286	1,691	554
b) Other un-allocable expenditure net off un-allocable income & other comprehensive income	-882	-393	-382	-1,616	-1,331	-10,166
Total Profit before Tax	827	547	381	1,572	195	10,568

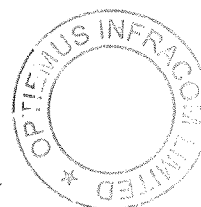
Segment Assets	Standalone					
	Quarter Ended			Nine Months Ended		Year Ended
	December 31, 2021	September 30, 2021	December 31, 2020	December 31, 2021	December 31, 2020	March 31, 2021
	3 months (Unaudited)	3 Months (Unaudited)	3 Months (Unaudited)	9 Months (Unaudited)	9 Months (Unaudited)	12 Months (Audited)
a) Telecommunication - Mobile Handset and Accessories	48,752	42,931	42,385	48,752	42,385	42,727
b) Rental Business	-	-	13,660	-	13,660	-
Less: Inter Segment	-	-	-	-	-	-
Other unallocated assets	-	-	-	-	-	-
Total Segment Assets	48,752	42,931	56,045	48,752	56,045	42,727

Segment Liabilities	Standalone					
	Quarter Ended			Nine Months Ended		Year Ended
	December 31, 2021	September 30, 2021	December 31, 2020	December 31, 2021	December 31, 2020	March 31, 2021
	3 months (Unaudited)	3 Months (Unaudited)	3 Months (Unaudited)	9 Months (Unaudited)	9 Months (Unaudited)	12 Months (Audited)
a) Telecommunication - Mobile Handset and Accessories	12,035	6,834	37,318	12,035	37,318	7,157
b) Rental Business	-	-	18,727	-	18,727	-
Less: Inter Segment	-	-	-	-	-	-
Other unallocated liabilities	-	-	-	-	-	-
Total Segment Liabilities	12,035	6,834	56,045	12,035	56,045	7,157

Notes:

- These financial results have been prepared in accordance with the Companies (Indian Accounting Standard) Rules, 2015 (as amended) [Ind AS] prescribed under section 133 of the Companies Act, 2013 read with relevant rules, issued thereunder, and other recognized accounting practices and policies and in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) [Listing Regulations].
- The company's operations comprise of only one segment viz. Telecommunications - Mobile Handset and Accessories.
- The figures for the last quarter results are the balancing figures between the audited figures in respect of the full financial year and published year to date figures upto the third quarter of the respective financial year.
- The unaudited standalone and consolidated financial results for the nine months ended December 31, 2021 of the company are available on the company's website "www.optimus.com", Bombay Stock exchange's website "www.bseindia.com" and National Stock exchange's website "www.nseindia.com".
- Previous period figures have been regrouped / reclassified where necessary, to confirm with the current period's presentation for the purpose of comparability.
- The unaudited standalone and consolidated financial results have been reviewed by the Audit Committee and were approved by the Board of Directors of the company at their meeting held on February 12, 2022.

Ashok Gupta
Executive Chairman



LIMITED REVIEW REPORT ON THE UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2021

To
The Board of Directors of
Optiemus Infracom Limited

1. We have reviewed the accompanying statement of unaudited standalone financial results of **Optiemus Infracom Limited** ("the Company") for the quarter ended December 31, 2021 and year to date from April 01, 2021 to December 31, 2021 ("Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the "Listing Regulations").
2. This statement which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34") prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on the statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410, 'Review of Interim Financial Information performed by the Independent Auditor of the Entity' issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and an analytical procedure applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with the aforesaid Indian Accounting Standards and other accounting practices and policies generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of Listing Regulations including the manner in which it is to be disclosed, or that it contains any material misstatement.

For Mukesh Raj & Co,
Chartered Accountants
Firm Registration Number 016693N

Mukesh Goel
Partner
Membership Number: 094837
UDIN: 22094837ABNBNT5055
Date: February 12, 2022
Place: Noida (U.P.)



Optimus Infracom Limited

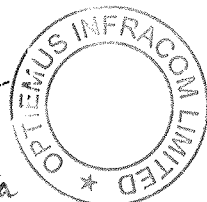
Reg. Office: K-20, IInd Floor, Lajpat Nagar Part - 2, New Delhi - 110024
 Corp. Office: D-348, Sector 63, Noida, Uttar Pradesh - 201307
 CIN: L64200DL1993PLC054086

STATEMENT OF UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2021

Figures in (₹ Lacs) except EPS and Shares Data

S. No.	Particulars	Consolidated					
		Quarter Ended			Nine Months Ended		Year Ended
		December 31, 2021	September 30, 2021	December 31, 2020	December 31, 2021	December 31, 2020	March 31, 2021
		3 months (Unaudited)	3 Months (Unaudited)	3 Months (Unaudited)	9 Months (Unaudited)	9 Months (Unaudited)	12 Months (Audited)
A	Continuing Operations						
1	Income						
	a) Income from Operations	13,287	9,598	3,299	27,713	8,622	18,150
	b) Other Income	146	257	382	885	1,332	10,212
	Total Income (a+b)	13,433	9,855	3,681	28,598	9,954	28,362
2	Expenses						
	a) Cost of material consumed	272	379	-	651	353	-
	b) Purchase of traded goods	12,358	8,756	3,115	25,341	7,728	16,907
	c) Changes in inventories of stock - in - trade	152	-152	-126	229	-220	-189
	d) Employee benefit expenses	158	233	149	522	387	571
	e) Finance cost	86	109	147	287	1,758	639
	f) Depreciation, amortization and impairment expense	110	82	165	193	362	457
	g) Other expenses	532	263	218	1,168	1,712	10,661
	Total Expenses	13,668	9,670	3,668	28,391	12,080	29,046
3	Profit/(Loss) before exceptional item and tax from continuing operations	-236	184	13	206	-2,127	-684
4	Exceptional Items						
	Adjustment for prior period expenses	-60	-	-	-60	-	-
5	Profit/(Loss) after exceptional item and before tax from continuing operations	-296	184	13	146	-2,127	-684
6	Share of profit / loss of an associate and a joint venture	-54	-73	18	-267	-315	808
7	Profit before tax from continuing operations (5+6)	-350	112	31	-121	-2,441	124
8	Tax expense:						
	a) Current Tax	-209	-137	-60	-409	-387	-1,015
	b) Deferred Tax Credit	110	42	-70	154	-1,120	1,259
	Total tax expenses	-99	-95	-130	-255	-1,507	244
9	Profit from continuing operations (1)	-448	207	161	-375	-934	-120
B	Discontinued Operations						
10	Profit before tax for period from discontinued operations	-	-	240	-	1,538	10,753
11	Tax expense:						
	a) Current Tax	-	-	60	-	387	1,175
	b) Deferred Tax Credit	-	-	-	-	863	-
	Total tax expenses	-	-	60	-	1,250	1,175
12	Profit from discontinuing operations (10-11)	-	-	180	-	288	9,578
13	Profit for the year (9+12)	-448	207	341	-375	-646	9,458
14	Other comprehensive income / (expenses)						
	Items that will not be reclassified to Profit or Loss - Continuing Operation (net of tax)	9	-8	-30	5	-18	-9
	Items that will not be reclassified to Profit or Loss - Discontinuing Operation (net of tax)	-	-	-	-	-	-
	Other comprehensive income / (expenses)	9	-8	-29	5	-18	-9
15	Total Comprehensive Income for the period / Year (13+14)	-439	199	312	-370	-664	9,449
	Total comprehensive income attributable to						
	Owner of the company	-437	199	339	-316	-499	9,609
	Non - controlling interest	-2	-	-26	-54	-165	-160
16	Paid up Equity Share Capital (face value of ₹ 10/- each)	858,141,910	858,141,910	858,141,910	858,141,910	858,141,910	858,141,910
	(8,58,14,191 shares @ ₹ 10/- each)	(8,58,14,191 shares @ ₹ 10/- each)	(8,58,14,191 shares @ ₹ 10/- each)	(8,58,14,191 shares @ ₹ 10/- each)	(8,58,14,191 shares @ ₹ 10/- each)	(8,58,14,191 shares @ ₹ 10/- each)	(8,58,14,191 shares @ ₹ 10/- each)
17	Earnings per share (Basic and Diluted)(face value of ₹ 10/- each)						
	From Continuing Operation	-0.51	0.24	0.15	-0.43	-1.11	-0.15
	From Discontinued Operation	-	-	0.21	-	0.34	11.16
	From Continuing and Discontinuing Operations	-0.51	0.24	0.36	-0.43	-0.77	11.01

Ashok Gupta
 Executive Chairman



SEGMENT WISE RESULTS AS PER CLAUSE 33 OF THE LISTING REGULATIONS ARE AS FOLLOWS:


Particulars	Consolidated					
	Quarter Ended			Nine Months Ended		Year Ended
	December 31, 2021	September 30, 2021	December 31, 2020	December 31, 2021	December 31, 2020	March 31, 2021
	3 months (Unaudited)	3 Months (Unaudited)	3 Months (Unaudited)	9 Months (Unaudited)	9 Months (Unaudited)	12 Months (Audited)
Segment Revenue						
a) Telecommunications - Mobile Handsets and Accessories	12,863	9,297	3,296	26,988	8,596	18,125
b) Renting Income	-	-	860	-	2,526	2,702
c) Manufacturing Business	424	301	3	725	26	25
Total	13,287	9,598	4,159	27,713	11,148	20,852
Less: Inter Segment Revenue	-	-	-	-	-	-
Net Sales / Income from Operations	13,287	9,598	4,159	27,713	11,148	20,852
Segment Results						
Profit before interest and tax						
a) Telecommunications - Mobile Handsets and Accessories	-32	319	386	-44	-1,288	-8,932
b) Renting Income	-	-	111	-	1,538	10,753
c) Manufacturing Business	-377	-355	-55	-674	-728	-516
Total	-410	-36	442	-719	-477	1,304
Less:						
a) Interest	86	109	552	287	1,758	639
b) Other un-allocable expenditure net off un-allocable income & other comprehensive income	-146	-257	-382	-885	-1,332	-10,212
Total Profit before Tax	-350	112	272	-121	-903	10,877

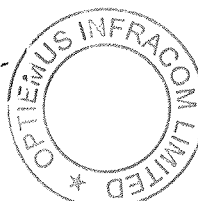
Segment Assets	Consolidated					
	Quarter Ended			Nine Months Ended		Year Ended
	December 31, 2021	September 30, 2021	December 31, 2020	December 31, 2021	December 31, 2020	March 31, 2021
	3 months (Unaudited)	3 Months (Unaudited)	3 Months (Unaudited)	9 Months (Unaudited)	9 Months (Unaudited)	12 Months (Audited)
a) Telecommunication - Mobile Handset and Accessories	49,091	30,980	43,075	49,091	43,075	43,141
b) Rental Business	-	-	13,660	-	13,660	-
c) Manufacturing Business	10,913	11,822	5,552	10,913	5,552	8,516
Less: Inter Segment	-13,403	-12,364	-5,137	-13,403	-5,137	-2,340
Other unallocated assets	-	-	-	-	-	-
Total Segment Assets	46,602	30,438	57,149	46,602	57,149	49,317

Segment Liabilities	Consolidated					
	Quarter Ended			Nine Months Ended		Year Ended
	December 31, 2021	September 30, 2021	December 31, 2020	December 31, 2021	December 31, 2020	March 31, 2021
	3 months (Unaudited)	3 Months (Unaudited)	3 Months (Unaudited)	9 Months (Unaudited)	9 Months (Unaudited)	12 Months (Audited)
a) Telecommunication - Mobile Handset and Accessories	12,305	7,185	11,073	12,305	11,073	7,508
b) Rental Business	-	-	18,433	-	18,433	-
c) Manufacturing Business	12,525	12,430	6,498	12,525	6,498	8,880
Less: Inter Segment	-10,850	-9,864	-1,925	-10,850	-1,925	-160
Other unallocated liabilities	-	-	-	-	-	-
Total Segment Liabilities	13,981	9,752	34,079	13,981	34,079	16,228

Notes:

- These financial results have been prepared in accordance with the Companies (Indian Accounting Standard) Rules, 2015 (as amended) [Ind AS] prescribed under section 133 of the Companies Act, 2013 read with relevant rules, issued thereunder, and other recognized accounting practices and policies and in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (Listing Regulations).
- The company's operations comprise of only one segment viz. Telecommunications - Mobile Handset and Accessories.
- The figures for the last quarter results are the balancing figures between the audited figures in respect of the full financial year and published year to date figures upto the third quarter of the respective financial year.
- The unaudited standalone and consolidated financial results for the nine months ended December 31, 2021 of the company are available on the company's website "www.optimus.com", Bombay Stock exchange's website "www.bseindia.com" and National Stock exchange's website "www.nseindia.com".
- Previous period figures have been regrouped / reclassified where necessary, to confirm with the current period's presentation for the purpose of comparability.
- The unaudited standalone and consolidated financial results have been reviewed by the Audit Committee and were approved by the Board of Directors of the company at their meeting held on February 12, 2022.


 Ashok Gupta
 Executive Chairman



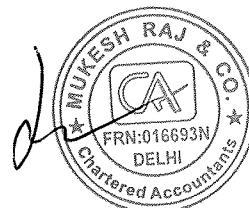
LIMITED REVIEW REPORT ON THE UNAUDITED CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED DECEMBER 31, 2021

To
The Board of Directors
Optiemus Infracom Limited

1. We have reviewed the accompanying statement of Consolidated Unaudited Financial Results of Optiemus Infracom Limited ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group") which includes Group's share of loss in its associate and joint venture for the quarter and nine months ended December 31, 2021 (the 'Statement') attached herewith, being submitted by the Parent pursuant to requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the "Listing Regulations").
2. This Statement, which is the responsibility of the Parent's Management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on these financial statements based on our review.
3. We conducted our review in accordance with Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion

We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.


4. The Statement includes the results of the following subsidiaries/Associates:
 - a. FineMS Electronics Private Limited
 - b. Optiemus Electronics Limited
 - c. Troosol Enterprises Private Limited
 - d. Optiemus Infracom (Singapore) Pte. Limited
 - e. Teleecare Network India Private Limited
 - f. Win Technology



5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration referred to in paragraph 6 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the aforesaid Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of regulation 33 of the Listing Regulations including the manner in which it is to be disclosed, or that it contains any material misstatement.
6. The accompanying Statement includes unaudited interim financial information and other unaudited financial information of subsidiaries which have been reviewed by their auditors, whose interim financial results reflect Group's share of total revenue of ₹ 467 Lakhs and ₹ 768 Lakhs, total net loss after tax ₹ 1,005 Lakhs and ₹ 1,250 Lakhs and total comprehensive Loss of ₹ 1,005 Lakhs and ₹ 1,250 Lakhs for the quarter and nine months ended December 31, 2021 respectively, as considered in the Statement. They also include unaudited interim financial information and other unaudited financial information of an associate which reflect Group's share of total net loss after tax of ₹ 54 Lakhs and net loss after tax of ₹ 267 Lakhs for the quarter and nine months ended December 31, 2021 respectively. These unaudited interim financial results and other unaudited financial information have been approved and furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in these respects are solely on such unaudited interim financial information and other unaudited financial information.

Our conclusion on the statement is not modified in respect of above matter.

For Mukesh Raj & Co,
Chartered Accountants
Firm Registration Number: 016693N


Mukesh Goel
Partner
Membership Number: 094837
UDIN: 22094837ABNCUQ8772
Date: February 12, 2022
Place: Noida (U.P.)



ANNEXURE B

- a) Name of the entity(ies) whose shares are being acquired, details in brief such as, size, turnover etc.

Name of the Company	Turnover as at 31 st March, 2021 (in Rupees)	Net Worth as at 31 st March, 2021 (in Rupees)
Optimus Electronics Limited ("OEL")	2,555,620	-54,376,517

- b) Whether the acquisition would fall within related party transactions? If yes, whether the same is done at "arm's length" and whether the Promoter/Promoter group have any interest in the entity being acquired?

Yes, the transaction with Optimus Electronics Limited would fall under the ambit of Related Party transaction by virtue of Mr. Neetesh Gupta and Mr. Ashok Gupta being common Directors. However, the same is being carried out on Arms' Length, as the consideration of the transaction is computed by valuation report issued by Independent Valuer.

- c) Industry to which the entity being acquired belongs

Optimus Electronics Limited is engaged into the business of manufacturing of mobile phones. It is a part of fastest growing Industry of Telecommunications.

- d) Objects and effects of acquisition of Shares

- To meet the fund requirements of OEL to achieve its target under the Production Linked Incentive Scheme;
- To strengthen the ownership and control in wholly owned subsidiary;
- Enhancement of Brand image and value creation for the stakeholders of Optimus;
- Creation of new and strengthening existing business verticals in Optimus for mitigation of business risk;
- Strengthened Balance Sheet and Greater financial flexibility and earnings, diversified risk;

- e) Brief Details of any governmental or regulatory approval required for acquisition:

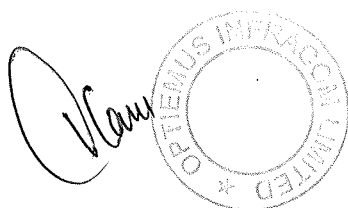
No prior approval is required from any Government or regulatory authority.

- f) Indicative time period of completion of Acquisition

The transaction will be completed by 2nd May, 2022.

- g) Nature of Consideration

Cash



h) Cost of acquisition of shares or the price at which shares to be acquired:

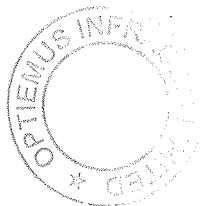
The Company will acquire 16,33,986 (Sixteen Lakh Thirty Three Thousand Nine Hundred Eight Six) equity shares having face value of Rs. 10/- each at premium of Rs. 296/- of OEL, under right issue. The total consideration amounting to Rs. 49,99,99,716 /- (Rupees Forty Nine Crore Ninety Nine Lakh Ninety Nine Thousand Seven Hundred Sixteen Only) will be paid in cash.

i) Percentage /No. of shares of Optiemus Electronics Limited ("OEL") to be acquired

No. of shares already held	No. of shares agreed to acquire	Total No. of shares held after acquisition
1,38,59,994	16,33,986	1,54,93,980

j) Brief Background about the Entity whose shares being acquired

Optiemus Electronics Limited ("OEL") is a company incorporated under the Companies Act, 2013 on January 29, 2016, having its registered office at K-20, Second Floor, Lajpat Nagar-II, New Delhi – 110 024. It is engaged into the business of manufacturing of telecom products in India. It provides a complete end to end solution to global and Indian brands encompassing world class manufacturing infrastructure. There are current two manufacturing facilities of Optiemus Electronics which are located in Sector 63, and Sector-65 in Noida, Uttar Pradesh. With sizeable investments lined up, OEL aimed to further enhance its manufacturing and design capabilities. OEL has managed to **win the trust** of many Local as well as global brands, due to its commitment towards **Quality, Timely Delivery, Flexibility** as well as **Customer Satisfaction**.



ANNEXURE C

- a) Name of the entity(ies) whose shares are being acquired, details in brief such as, size, turnover etc.

Name of the Company	Turnover as at 31 st March, 2021 (in Rupees)	Net Worth as at 31 st March, 2021 (in Rupees)
GDN Enterprises Private Limited ("GDN")	45,273,959	-375,322,519

- b) Whether the acquisition would fall within related party transactions? If yes, whether the same is done at "arm's length" and whether the Promoter/Promoter group have any interest in the entity being acquired?

Yes, the transaction with Teleecare Network India Private Limited for purchase of equity shares of GDN Enterprises Private Limited would fall under the ambit of Related Party transaction by virtue of Mr. Neetesh Gupta being common Director in Teleecare Network India Private Limited. However, the same is being carried out on Arms' Length, as the consideration of the transaction is computed by valuation report issued by Independent Valuer.

- c) Industry to which the entity being acquired belongs

GDN is engaged into the business of manufacturing of electronic products. It is a part of fastest growing Industry of Telecommunications.

- d) Objects and effects of acquisition of Shares

- To meet the fund requirements of GDN to achieve its target under the Production Linked Incentive Scheme;
- To take the control of M/s GDN Enterprises Private Limited ("GDN"); and utilize its unique proprietary application into the business of mobile handsets. Value creation for the stakeholders of Optimus.
- To strengthen the ownership and control as a Wholly Owned Subsidiary;
- Enhancement of Brand image and value creation for the stakeholders of Optimus;
- Creation of new and strengthening existing business verticals in Optimus for mitigation of business risk;
- Strengthened Balance Sheet and Greater financial flexibility and earnings, diversified risk;

- e) Brief Details of any governmental or regulatory approval required for acquisition:

No prior approval is required from any Government or regulatory authority.

- f) Indicative time period of completion of Acquisition

The transaction will be completed within one month from the effective date of execution of Share Transfer Deed.

- g) Nature of Consideration

Cash


The image shows a handwritten signature in blue ink to the left of a circular stamp. The stamp contains the text "OPTIMUS INFACOM LIMITED" around the perimeter and a small star symbol at the bottom.

h) Cost of acquisition of shares or the price at which shares to be acquired:

The Company will acquire 25,10,000 (Twenty-Five Lakh Ten Thousand) equity shares at a price of Rs. 50/- per share of Teleecare Network India Private Limited in GDN Enterprises Private Limited by way of transfer. The total consideration amount of Rs. 12,55,00,000/- (Rupees Twelve Crore Fifty Five Lakh Only) will be paid in cash.

i) Percentage /No. of shares of GDN Enterprises Private Limited ("GDN") to be acquired

No. of shares already held	No. of shares agreed to acquire	Total No. of shares held after acquisition
NIL	25,10,000 (100%)	25,10,000

j) Brief Background about the Entity whose shares being acquired

GDN Enterprises Private Limited ("GDN") is a company incorporated under the Companies Act, 1956 on October 12, 2010, having its registered office at RZ-340A, Gali No. 11D, Kailash Puri Extension, Palam New Delhi- 110 045 and is engaged into the business of assembly of electronic products and had set-up a state-of-the-art manufacturing facility covering over 55,000 sq. ft. of production floor area. GDN is a home-grown manufacture and is proud of being one of the Indian EMS that has produced mobile phones for over 10 brand from across the world.

k) Whether, the said parties are related to promoter/promoter group/group companies in any manner. If yes, nature of relationship

Yes, Neetesh Gupta being a common director.

